

RECORDATION NO. 28010 - B333
FILED B333

FEB 08 '12 -10 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

February 8, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W.
Washington, D C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest Series C, dated as of February 8, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum and Restated Comprehensive Memorandum of Security Agreements previously filed with the Board under Recordation Number 28010-YYYYY.

The name and address of the party to the enclosed document are:

Secured Party: Deutsche Bank Trust Company Americas
as Series C Subsidiary Collateral Agent
60 Wall Street, 26th Floor
New York, NY 10005

[Grantors: The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc.
c/o CIT Group Inc
1 CIT Drive
Livingston, NJ 07039]

Chief, Section of Administration

February 8, 2012

Page 2

A description of the railroad equipment covered by the enclosed document is:

19 covered hopper railcars TERMINATED: CEFX 17480, GRPX 944034 and within the series CEFX 151863 – CEFX 152724, as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest Series C.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M. Luria

EML/sem
Enclosures

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST
Series C

SURFACE TRANSPORTATION BOARD

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Subsidiary Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Series C Collateral Agreement, dated as of March 30, 2011 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-XXXX. An amended and restated Memorandum of such security interest was subsequently recorded with the Surface Transportation Board under Recordation No. 28010-YYYYY.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Collateral Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

[Signature pages follow]

Exhibit A

Nineteen (19) covered hopper cars, marked and numbered as follows:

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>
1	CEFX	17480	17480
2	CEFX	151863	151863
3	CEFX	152254	152254
4	CEFX	152255	152255
5	CEFX	152258	152258
6	CEFX	152275	152275
7	CEFX	152417	152417
8	CEFX	152423	152423
9	CEFX	152433	152433
10	CEFX	152437	152437
11	CEFX	152448	152448
12	CEFX	152458	152458
13	CEFX	152472	152472
14	CEFX	152474	152474
15	CEFX	152491	152491
16	CEFX	152548	152548
17	CEFX	152718	152718
18	CEFX	152724	152724
19	GRPX	944034	152844

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/8/12

Edward M Luria
Edward M. Luria